

**EXHIBIT 2**

**Articles of Incorporation  
and  
Certificate of Authority to Transact Business in Illinois**

*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GIANTLOOP TELECOM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF AUGUST, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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001421203

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0629142

DATE: 08-21-00

**CERTIFICATE OF INCORPORATION**

**OF**

**GIANTLOOP TELECOM, INC.**

1. The name of the corporation is GiantLoop Telecom, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is 1,000 shares of Common Stock. The par value of each share is \$0.01.

5. The name and mailing address of the incorporator is as follows:

Name

Mailing Address

Joshua Watson

c/o Goodwin, Procter & Hoar LLP  
53 State Street  
Boston, MA 02109

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the corporation.
7. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.
8. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment or repeal of this Section shall adversely affect the rights and

protection afforded to a director of the corporation under this Section for acts or omissions occurring prior to such amendment or repeal.

9. No action on a matter to be taken by stockholders without a meeting under Section 228 of the Delaware General Corporation Law may be taken without the written consent of the holders of all of the outstanding stock entitled to vote on the matter.

10. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[The remainder of this page intentionally left blank]

THE UNDERSIGNED incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does hereby make this certificate, hereby declaring and certifying that it is his free act and deed and the facts herein stated are true, and accordingly he has hereunto set his hand this 18th day of August, 2000.

  
Joshua Watson

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

This space for use by  
Secretary of State

Date

License Fee \$

Franchise Tax \$

Filing Fee \$

Penalties \$

Approved:

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Giantloop Telecom, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 03/03/2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

(If none, so state)

52 Second Avenue, Suite 100, Waltham, MA 02451

None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

New York, Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	Mark Ward, 36 Laurel Lane, Weston, MA 02193			
Secretary	Thomas Giacchetto, 10 Stoneybrook Circle, Andover, MA 01810			
Director	Harold Dixon, 71 Meadowbrook Road, Weston, MA 02493			
Director	Roger Marino, 115 Lake Street, Sherborn, MA 01770			
Director				

**SEE ATTACHMENT**

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the Delaware General Corporation Law and permitted under the Illinois Business Corporation Act. To provide managed network services

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued

9. Paid-in Capital: \$ 41,734,595.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 335,000,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 2,000,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 42,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 3,000,000.00

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: SEE ATTACHMENT
- (b) Number of shares of all classes owned by residents of Illinois: 3,730,000
- (c) Number of shares of all classes owned by non-residents of Illinois: 96,270,000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)  
Thomas Giacchetto, Secretary  
(Type or Print Name and Title)

Giantloop Telecom, Inc.  
(Exact Name of Corporation)  
\_\_\_\_\_  
(Signature of President or Vice President)  
by Mark Ward, President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Attachment to Illinois  
Application for Certificate of Authority to Transact Business in Illinois

**Illinois Offices for Contract Forwarding**

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1. Full Address: 52 Second Avenue, Suite 100, Waltham, MA  
02451

**Officers & Directors**

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1. Full Name: Mark Ward  
Officer/Director: Officer  
Officer's Title: President  
Residence Address: 36 Laurel Lane  
City: Weston  
State: MA  
ZIP Code: 02193
2. Full Name: Thomas Giacchetto  
Officer/Director: Officer  
Officer's Title: Secretary  
Residence Address: 10 Stoneybrook Circle  
City: Andover  
State: MA  
ZIP Code: 01810